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10 Attorneys for Samsung Electronics Co., Ltd.,  
11 Samsung Electronics America, Inc., and  
12 Samsung Research America, Inc.

13 UNITED STATES DISTRICT COURT  
14 NORTHERN DISTRICT OF CALIFORNIA  
15 SAN FRANCISCO DIVISION

16 HUAWEI TECHNOLOGIES CO., LTD., et al.,

17 Plaintiffs,

18 v.

19 SAMSUNG ELECTRONICS CO., LTD., et al.,

20 Defendants.

21 SAMSUNG ELECTRONICS CO., LTD. &  
22 SAMSUNG ELECTRONICS AMERICA, INC.,

23 Counterclaim-Plaintiffs,

24 v.

25 HUAWEI TECHNOLOGIES CO., LTD.,  
26 HUAWEI DEVICE USA, INC., HUAWEI  
27 TECHNOLOGIES USA, INC. & HISILICON  
TECHNOLOGIES CO., LTD.,

28 Counterclaim-Defendants.

CASE NO. 16-cv-02787-WHO

**DECLARATION OF MARK GRAY IN  
SUPPORT OF HUAWEI'S  
ADMINISTRATIVE MOTION TO FILE  
UNDER SEAL PORTIONS OF  
HUAWEI'S OPPOSITION TO  
SAMSUNG'S MOTION FOR  
JUDGMENT ON THE PLEADINGS  
REGARDING HUAWEI'S CAUSE OF  
ACTION FOR DECLARATORY  
JUDGMENT OF FRAND TERMS AND  
CONDITIONS FOR A CROSS-LICENSE**

1 I, Mark Gray, declare as follows:

2 1. I am a member of the State Bar of California and an attorney at the law firm of  
3 Quinn Emanuel Urquhart & Sullivan, LLP, counsel for Defendants and Counterclaim-Plaintiffs  
4 Samsung Electronics Co., Ltd. and Samsung Electronics America, Inc., and Defendant Samsung  
5 Research America, Inc. (collectively, "Samsung"). Except as otherwise indicated, I have personal  
6 knowledge of the facts set forth in this declaration, and, if called upon as a witness, I could and  
7 would testify to such facts under oath.

8 2. Pursuant to Civil L.R. 7-11 and 79-5, I make this declaration in support of  
9 Huawei's Administrative Motion to File Under Seal Portions of Huawei's Opposition to  
10 Samsung's Motion For Judgment On The Pleadings Regarding Huawei's Cause Of Action For  
11 Declaratory Judgment Of FRAND Terms And Conditions For A Cross-License.

12 3. I have reviewed the portions of Huawei's Opposition that contain or suggest  
13 Samsung confidential information. I have specifically reviewed the following portions of  
14 Samsung's motion and supporting exhibits, all of which contain information Samsung claims as  
15 confidential:

| Document                                    | Portions to be Filed Under Seal   |
|---|---|
| Huawei's Opposition                         | Yellow-highlighted portions (page 4, lines 11-18)   |
| Huawei's Opposition                         | Green-highlighted portions (page 2, lines 8, 10; page 3, lines 20-22, 24-25; page 4, lines 1-8, 19-28; page 5, lines 1, 3; page 9, lines 7-8, 13-14; page 13, line 9) |
| Huawei's Opposition, Exhibits A-F, H-N, P-Q | Entire Document   |
| Huawei's Opposition, Exhibits G & R         | Entire document   |

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26 4. Exhibits A-E, G, and H-M are copies of negotiations correspondence and positions  
27 between the parties. The yellow highlighting in Huawei's opposition are quotes and descriptions  
28 of the same documents, and Exhibit F is a deposition excerpt of Samsung witness Hojin Chang,

1 answering questions that quote from the same negotiation documents. As Samsung explained in  
2 the sworn declaration of Hojin Chang, Dkt. 41-1, and the Declaration of Cole Malmberg, Dkt.  
3 234-1, Samsung and Huawei signed a non-disclosure agreement regarding their patent licensing  
4 negotiations, and such negotiations information is treated as confidential. Samsung considers  
5 negotiation information highly confidential and does not disclose it to the public. Disclosure of  
6 negotiations positions to the public would harm Samsung's competitive standing by giving  
7 competitors insight into Samsung's past licensing positions and practices. Samsung does not have  
8 access to similar information about its competitors, which could result in an information  
9 asymmetry in future licensing negotiations, placing Samsung at a disadvantage. The Court  
10 previously ordered the parties' negotiations positions and documents reflecting those negotiations  
11 sealed at Dkt. 103 at 18-19 (finding "compelling justification" for sealing) and Dkt. 270 at 3.

12         5. Exhibits N and P-Q, and R are excerpts from expert reports in this case that analyze  
13 Samsung's licenses and sales information, as well as the negotiations materials in this case. For  
14 example, Exhibit N quotes Huawei's representations during the licensing negotiations, Exhibit P  
15 refers to negotiation correspondence and representations made by Huawei during the negotiations,  
16 Exhibit Q selects regions for analysis based on Samsung sales data, and Exhibit R reveals  
17 Samsung sales revenue in particular regions in order to weight the value of patents in particular  
18 regions. Samsung considers the information contained in these exhibits highly confidential and  
19 would face competitive harm from their disclosure.

20         6. The portions of Huawei's Opposition that are highlighted in green and cited by  
21 page and line above reveal the content of the parties' negotiations correspondence and positions,  
22 as well as quote sensitive information from Samsung's expert reports. Disclosure of this  
23 information would result in similar competitive harm to the other material Samsung requests be  
24 sealed.

25         7. Samsung does not claim confidentiality over the following portions of Huawei's  
26 opposition that are highlighted in green: page 2, lines 3-5; page 3, lines 17-18; page 7, lines 18-22;  
27 page 14, lines 24-26; and page 15, lines 1-5. Once the Court rules on Huawei's motion to seal,  
28 Samsung will work with Huawei to prepare and file an updated opposition brief that does not

1 redact these lines and otherwise conforms to the Court's order on sealing.  
2

3 I declare under penalty of perjury under the laws of the United States of America that the  
4 foregoing is true and correct to the best of my knowledge. Executed June 26, 2018, in Redwood  
5 City, California.  
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7 /s/ Mark Gray

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**ATTESTATION**

I, Victoria F. Maroulis, am the ECF user whose ID and password are being used to file the above Declaration. In compliance with Civil L.R. 5-1(i)(3), I hereby attest that Mark Gray has concurred in the aforementioned filing.

/s/ Victoria F. Maroulis

Victoria F. Maroulis